

ENVESTNET, INC.  
Form 8-K  
May 31, 2018

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 8-K**

**Current Report**

**Pursuant To Section 13 or 15 (d) of the**  
**Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported) May 24, 2018**

**ENVESTNET, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction)**

**001-34835**  
**(State or other jurisdiction)**

**20-1409613**  
**(I.R.S. Employer of Incorporation**

**Identification No.)**

**35 East Wacker Drive, Suite 2400**

**Chicago, Illinois**  
**(Address of principal executive offices)**

**60601**  
**(Zip Code)**

**Registrant's telephone number, including area code: (312) 827-2800**

**Not applicable**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))  
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 1.01. Entry into a Material Definitive Agreement.**

The description of the Credit Agreement Amendment under Item 2.03 below is incorporated in this Item 1.01 by reference.

**Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant**

On May 24, 2018, Envestnet Inc. and certain of its subsidiaries entered into a first amendment to second amended and restated credit agreement (the Credit Agreement Amendment ) amending the second amended and restated credit agreement, dated as of July 18, 2017 (the Credit Agreement ), with a group of banks (the Banks ), for which Bank of Montreal, a Canadian chartered bank acting through its Chicago branch, is acting as administrative agent.

The Credit Agreement Amendment made certain technical changes to the definitions of Adjusted EBITDA and Net Income in the Credit Agreement. These definitions are used in connection with calculations under various covenants contained in the Credit Agreement.

There is no material relationship between Envestnet or any of its subsidiaries or affiliates and Bank of Montreal, other than in respect of the Credit Agreement and certain commercial and investment banking relationships, all of which have been entered into in the ordinary course of business.

The foregoing description of the Credit Agreement Amendment does not purport to be complete and is qualified in its entirety by reference to the Credit Agreement Amendment, a copy of which is attached as Exhibit 10.1 and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

- 10.1 First amendment to second amended and restated credit agreement, dated as of May 24, 2018, among Envestnet, Inc., the Guarantors from time to time party thereto, the Lenders from time to time party thereto, and Bank of Montreal, as Administrative Agent

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**ENVESTNET, INC.**

By: /s/ Peter D Arrigo  
Name: Peter D Arrigo  
Title: Chief Financial Officer

Date: May 30, 2018